



Company No: 4458947

THE WEATHER LOTTERY LIMITED

ORDINARY AND SPECIAL RESOLUTIONS

The following ordinary and special resolutions were passed by the members at a Extraordinary General Meeting of the Company held on 16 May 2006 at Radbourne, 56 Kenilworth Road, Leamington Spa, Warwickshire, CV32 6JW

ORDINARY RESOLUTIONS

- 1) THAT the authorised share capital of the Company be increased by £99,000 to £100,000 by the creation of 99,000 new Ordinary Shares of £1.00 each to rank *pari passu* with the existing Ordinary Shares in the capital of the Company and having the rights and being so subject to the restrictions set out in the Articles of Association of the Company.
- 2) THAT upon the recommendation of the directors, it is desirable to capitalise the sum of £49,000 (being part of the amount standing to the credit of the Company's revenue reserves) and that such sum be capitalised and accordingly the directors be authorised and directed to appropriate the said sum to the holders of the Ordinary Shares in the capital of the Company registered at the close of business on the date hereof and to apply such sum in paying up in full at par on behalf of such holders 49,000 Ordinary Shares of £1.00 each (ranking *pari passu* in all respects with the existing issued Ordinary Shares of the Company) and that such shares be allotted and distributed credited as fully paid to and among the said holders in the proportion of 49 of the said Ordinary Shares for every 1 Ordinary Share then held and so that the directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.
- 3) THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.
- 4) That subject to the passing of special resolution 5 below, the 100,000 Ordinary Shares of £1 each in the share capital of the Company be converted and subdivided into 100,000,000 Ordinary Shares of £0.001 each.

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SPECIAL RESOLUTION

- 5) THAT the Company be re-registered as a public company as defined in section 1(3) of the Companies Act 1985, pursuant to sections 43 to 48 of that Act.

6) THAT subject to the passing of the aforementioned resolutions the Company's memorandum of association be altered as follows:-

- i. by the deletion of clause 1 and substitution for it:
"1. The name of the Company is "THE WEATHER LOTTERY PLC"; and
- ii. by the insertion of the following new clause 2:
"2. The Company is to be a public company"; and
- iii. by the deletion of and the substitution of the existing clause 6 with the following wording:
" The Company's share capital is £100,000 divided into 100,000,000 shares of £0.001 each"

To Be Processed Separately AND THAT, with effect from the date of re-registration as a public company, the objects set forth in the printed documents produced to this meeting and for the purpose of identification marked "M" be approved and adopted as the memorandum of association of the Company, in substitution for, and to the exclusion of, all the existing memorandum of association thereof.

7) THAT the regulations set forth in the printed document produced to this meeting and for the purpose of identification marked "A", be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association, with effect from the date of re-registration of the Company as a public company.

8) THAT pursuant to section 95 of the Companies Act 1985, the directors be empowered unconditionally and irrevocably to allot equity securities as if section 89 of such Act did not apply to such allotment up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Signed.....
(Chairman of the meeting)